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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA**

MARIO GUERRERO, Derivatively On Behalf of)
MGM MIRAGE,)

Plaintiff,)

vs.)

JAMES J. MURREN, J. TERRENCE)
LANNI, ROBERT H. BALDWIN, GARY N.)
JACOBS, ALAN FELDMAN, BRUCE)
GEBHARDT, PHYLLIS A. JAMES, PUNAM)
MATHUR, BRYAN WRIGHT, KIRK)
KERKORIAN, WILLIE D. DAVIS, KENNY C.)
GUINN, ALEXANDER M. HAIG, JR., ALEXIS)
HERMAN, ROLAND HERNANDEZ,)
ANTHONY MANDEKIC, ROSE MCKINNEY-)
JAMES, DANIEL J. TAYLOR and MELVIN B.)
WOLZINGER,)

Defendants,)

-and-)

MGM MIRAGE, a Delaware Corporation,)

Nominal Defendant.)

Case No. 2:09-cv-01815-KJD-RJJ

STIPULATION AND [PROPOSED] order
consolidating cases for all purposes, and
appointing lead plaintiffs and lead counsel

[Caption continued on the next page.]

REGINA SHAMBERGER, derivatively on behalf) Case No. 2:09-cv-1817-PMP(GWF)
of MGM MIRAGE, a Delaware Corporation,)
)
Plaintiff,)
)
v.)
)
J. TERRENCE LANNI , JAMES J.)
MURREN, ROBERT H. BALDWIN,)
DANIEL J. D'ARRIGO, ALEXIS HERMAN,)
ROSE MCKINNEY-JAMES, ROLAND)
HERNANDEZ, KENNY C. GUINN, GARY N.)
JACOBS, KIRK KERKORIAN, WILLIE D.)
DAVIS, ALEXANDER M. HAIG, JR., MELVIN)
B. WOLZINGER, ANTHONY MANDEKIC, and)
DANIEL J. TAYLOR,)
)
Defendants)
v.)
)
MGM MIRAGE, a Delaware Corporation,)
)
Nominal Defendant.)
)
)

WHEREAS, there are two related shareholder derivative actions on behalf of nominal defendant MFM Mirage (“MGM”), pending before this Court; *Shamberger v. Lanni, et. al.*, 2:09-cv-1817-PMP(GWF) (“Shamberger”) and *Guerrero v. Murren, et al.*, Case No. 2:09-cv-01815-KJD(RJJ) (“*Guerrero*”). These actions were filed on September 14, 2009.

WHEREAS, the two related MGM shareholder derivative actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact, and, therefore, should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a);

WHEREAS, after meeting and conferring, plaintiffs’ counsel agree that Regina Shamberger and Mario Guerrero should be appointed Lead Plaintiffs and The O’Mara Law Firm, P.C. and Johnson Bottini, LLP should be appointed Lead Counsel; and

WHEREAS defendants take no position as to the appointment of Shamberger and Guerrero as Lead Plaintiffs and The O’Mara Law Firm, P.C. and Johnson Bottini, LLP, as Lead Counsel.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, through their respective counsel of record, as following terms which are hereby submitted to the Court for approval.

I. CONSOLIDATION OF THE RELATED SHAREHOLDER DERIVATIVE ACTIONS.

1. The following actions are related and should be consolidated for all purposes, including pre-trial proceedings and trial:

Abbreviated Case Name	Case Number	Date Filed
Shamberger v. Lanni, et. al	2:09-cv-1817-PMP(GWF)	9.14.09
<i>Guerrero v. Murren, et al.</i>	2:09-cv-1815-KJD(RJJ)	9.14.09

II. CAPTION OF CASES

UNITED STATES DISTRICT OF NEVADA

DISTRICT OF NEVADA

)	
IN RE MGM MIRAGE, DERIVATIVE)	
LITIGATION)	Lead Case No. 2:09-cv-01815-KJD-RJJ
)	
_____)	[Related to 02-CV-1817]
)	
THIS DOCUMENT RELATES TO:)	(Derivative Action)
)	
ALL ACTIONS)	
)	
_____)	

2. When a pleading is intended to be applicable to all actions governed by this Order, the words, “All Actions” shall appear immediately after the words “The Document Relates to:” in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court’s docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words “This Document Relates To:” in the caption described above (e.g. No. 2:09-cv-01815-KJD, *Guerrero v. Murren, et. al.*).

III. MASTER DOCKET

3. A Master Docket and a Master File hereby are established for the above-consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clear of this Court, except as modified by this Order.

4. When a pleading is filed and the caption shows that it is applicable to “All Actions,” the clerk shall file under pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

5. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

6. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

7. When a case which properly belongs as part of In re MGM Mirage, Derivative Litigation is filed in this Court or transferred to this Court from another court, the clerk of this Court shall:

(a) Place a copy of this Order in the separate file for such action.

(b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or their counsel in the newly-filed or transferred case; and

(c) Make an appropriate entry on the Master Docket. This Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any case which properly might be consolidated as part of In Re MGM Mirage, Derivative Litigation.

IV. ORGANIZATION OF LEAD PLAINTIFFS AND LEAD COUNSEL

8. Plaintiffs Guerrero and Shamberger shall be appointed Lead Plaintiffs.

9. The law firms of The O'Mara Law Firm, P.C., and Johnson Bottini, LLP. Shall be appointed Lead Counsel for plaintiffs in the consolidated MGM shareholder derivative actions.

10. Plaintiffs' Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

11. Plaintiffs Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No

motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiffs except through plaintiffs Co-Lead Counsel.

12. Plaintiffs' Co-Lead Counsel also shall be available and responsible for communications to and from this Court, including distributions orders and other directions from the Court to Counsel. Plaintiffs' Co-Lead shall be responsible for creating and maintaining a master service list of all parties and their respective plaintiffs.

DATED: October 5, 2009

THE O'MARA LAW FIRM, P.C.

s/David C. O'Mara

DAVID C. O'MARA, ESQ.

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[Proposed] Co-Lead Counsel and Counsel For
Plaintiffs Mario Guerrero and Regina
Shamberger.

DATED: October 5, 2009

JOHNSON BOTTINI, LLP

s/Frank J. Johnson, Esq.

FRANK J. JOHNSON, ESQ.

JOHNSON BOTTINI, LLP
FRANK J. JOHNSON, ESQ.
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[Proposed] Co-Lead Counsel and Counsel for
Plaintiff Mario Guerrero.

* * *

IT IS SO ORDERED,

DATED: _____

HONORABLE KENT J. DAWSON
UNITED STATES DISTRICT JUDGE